

Company No. 66525

THE COMPANIES ACT 1985-1989

Company Limited by Shares

RESOLUTIONS OF VERA CRUZ (MEXICO) RAILWAYS LTD

The following resolutions were duly passed on 13 March 1991:-

SPECIAL RESOLUTION

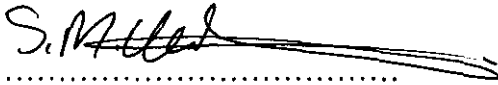
THAT the company having satisfied the provisions of section 250 of the Companies Act 1985-1989 relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

ELECTIVE RESOLUTION

THAT in accordance with section 252 of the Act an election be made to dispense with the laying of accounts and reports before the company in general meeting.

ELECTIVE RESOLUTION

THAT in accordance with section 366A of the Act an election be made to dispense with the holding of annual general meetings.


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Company Secretary

